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Cherry Edgar

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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Ace Marine Outboard, Inc.

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**ARTICLES OF INCORPORATION
OF
ACE MARINE OUTBOARD, INC.**

**ARTICLE I
Name**

The name of the corporation is **ACE MARINE OUTBOARD, INC.**, and its principal business address 2650 Prairie Lane, West Palm Beach, Florida 33406.

**ARTICLE II
Duration**

This corporation shall have perpetual existence.

**ARTICLE III
Purpose**

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

THIS DOCUMENT WAS PREPARED BY:

Richard G. Cherry, Esq.
CHERRY & EDGAR, P.A.
Square Lake South
8409 Military Trail, Suite 123
Palm Beach Gardens, Florida 33410
(561) 471-7767 (Telephone)
(561) 471-7974 (Facsimile)
Florida Bar No.: 303860

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ARTICLE IV
Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8409 North Military Trail, Suite 123, West Palm Beach, Florida 33406, and the name of the initial registered agent of this corporation at the address is Richard G. Cherry.

ARTICLE VI
Incorporators

The name and address of the person signing these articles is:

Richard G. Cherry	8409 North Military Trail
	Suite 123
	Palm Beach Gardens, FL 33410

ARTICLE VII
Directors

The name and address of the initial directors of this corporation are:

William Griffin	2650 Prairie Lane
	West Palm Beach, FL 33406

ARTICLE VIII
Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

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ARTICLE IX
Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI
Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

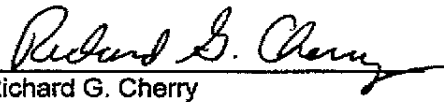
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ARTICLE XII
Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 2005.


Richard G. Cherry

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
Richard G. Cherry

DATE: March 4, 2005

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